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STATE OF TEXAS §
 §
 COUNTY OF TARRANT §

SECOND AMENDMENT OF OIL AND GAS LEASE

This Amendment of Oil and Gas Lease ("Amendment") is entered into by and between the City of Dalworthington Gardens, a General Law city of the State of Texas located within Tarrant County, Texas ("Lessor"), and XTO Energy Inc., a Delaware Corporation ("Lessee"), whose address is 810 Houston Street, Fort Worth, Texas 76102.

WHEREAS, Lessor and Lessee entered into that certain Oil and Gas Lease dated December 17, 2007, and recorded as Document Number D207447638 of the Official Public Records of Tarrant County, Texas (the "Lease"), covering 77.866413 acres, more or less, located in Tarrant County, Texas, and being more fully described in the Lease, and Lessor and Lessee entered into that certain Amendment of Oil and Gas Amendment dated November 20, 2009, and recorded as Document Number D209309117 of the Official Records of Tarrant County, Texas and

WHEREAS, Lessor and Lessee desire to amend the Lease as set forth herein.

NOW THEREFORE, for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee hereby agree to amend the Lease as follows:

1. Paragraph 4 "Pooling " is amended to delete the following sentence :

"No part of the Leased Premises may be included in a pooled unit unless all of the Leased Premises is included in the unit".

2. Paragraph 4 is amended to include the following sentence:

"In the event any of the Leased Premises is not be included in the original Elkins Unit it will not lapse and Lessee will have a period of up to one year from the date of the filing of the Original Designation of Unit for the Elkins Unit to pool and include said Leased Premises in another gas pooled unit."

Except as amended by this Amendment of Oil and Gas Lease, the Lease is and remains in full force and effect as originally written.

IN WITNESS WHEREOF, this instrument is executed and made effective as of the date set forth in the acknowledgment of Lessor below.

Lessor:

City of Dalworthington Gardens, Texas

By:

Michael Tedder
 Michael Tedder, Mayor

Lessee:

XTO Energy Inc.

By:

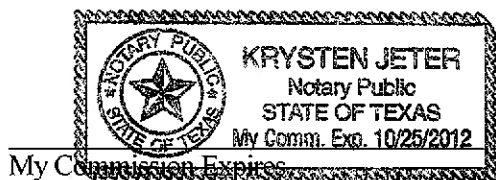
54 *Edwin S. Ryan, Jr.*
 Edwin S. Ryan, Jr.,
 Senior Vice President—Land Administration

ACKNOWLEDGMENT

STATE OF TEXAS §
 §
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BEFORE ME, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared MICHAEL TEDDER, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed same for and as the act and deed of the **CITY OF DALWORTHINGTON GARDENS, TEXAS**, a municipal corporation of the State of Texas, Tarrant County, Texas, and as the Mayor thereof, and for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 17th day of December, 2009.



Krysten Jeter
 Notary Public in and for
 The State of Texas
Krysten Jeter
 Notary's Printed Name

ACKNOWLEDGMENT

STATE OF TEXAS §
 §
 COUNTY OF Tarrant §

This instrument was acknowledged before me on the 16th day of December, 2009 by Edwin S. Ryan, Jr., Senior Vice-President--Land Administration of XTO Energy Inc., a Delaware corporation, on behalf of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 16th day of December, 2009.

Elizabeth H. Rogers
 Notary Public in and for
 The State of Texas

My Commission Expires

Notary's Printed Name: _____

